#### **Amendments to the Claims**

This listing of claims will replace all prior versions, and listings, of claims in the application.

#### **Listing of Claims:**

- 1 58 (Cancelled)
- 59. (Previously Presented) A compound of Formula (II), or a pharmaceutically acceptable salt thereof;

$$\begin{array}{c|c}
R^1 & & & \\
R^2 & & & \\
R^2 & & & \\
R^2 & & & \\
\end{array}$$

II

wherein:

A-B is:

- (a) N-C;
- (b) C-N; or
- (c) N-N;

when sides e and g are double bonds, and sides d and f are single bonds,  $-X^2-Y^2-Z^2$ - is:

(a) 
$$-N=CR^4-CR^5=$$
; or

(b) 
$$-CR^4 = CR^5 - CR^{5'} = ;$$

when sides d and f are double bonds, and sides e and g are single bonds,  $-X^2-Y^2-Z^2$ - is:

(a) =
$$CR^4$$
- $CR^4$ '= $CR^5$ -;

(b) =
$$CR^4$$
- $CR^5$ =N-; or

(c) =
$$CR^{2'}$$
- $CR^{5}$ = $N$ -;

R<sup>2</sup> and R<sup>2</sup> taken together are:

(a)

(b)

or R<sup>2</sup> and R<sup>5</sup> taken together with the carbon atoms to which they are attached are a cycloalkyl group or a heterocyclic ring;

R<sup>97</sup> is:

- (a) hydrogen;
- (b) alkylthio;
- (c) alkylsulfinyl;
- (d) alkylsulfonyl;
- (e) cyano;
- (f) carboxyl;
- (g) amino;
- (h) lower alkyl;
- (i) haloalkyl;
- (j) hydroxy;
- (k) alkoxy;
- (l) haloalkoxy;
- (m) alkylarylalkylamino;
- (n) aminoalkyl;

(a) and a smile
(o) aminoaryl;
(p) sulfonamido;
(q) alkylsulfonamido;
(r) arylsulfonamido;
(s) heterocyclic ring;
(t) hydroxyalkyl; or
(u) nitro;
a is an integer from 1 to 3;
$R^1$ is:
(a) $-S(O)_2-CH_3$ ;
(b) $-S(O)_2-NR^8(D^1)$ ; or
(c) $-S(O)(NH)CH_3$ ;
R <sup>1'</sup> at each occurrence is independently:
(a) hydrogen;
(b) halogen;
(c) methyl; or
(d) CH <sub>2</sub> OH;
R <sup>2</sup> is:
(a) lower alkyl;
(b) cycloalkyl;
(c) mono-, di- or tri-substituted phenyl or naphthyl, wherein the substituents are
each independently:
(1) hydrogen;
(2) halo;
(3) alkoxy;
(4) alkylthio;
(5) CN;
(6) haloalkyl, preferably CF <sub>3</sub> ;
(7) lower alkyl;

```
(8) N<sub>3</sub>;

(9) -CO<sub>2</sub>D<sup>1</sup>;

(10) -CO<sub>2</sub>-lower alkyl;

(11) -(C(R<sup>5</sup>)(R<sup>6</sup>))<sub>z</sub>-OD<sup>1</sup>;

(12) -(C(R<sup>5</sup>)(R<sup>6</sup>))<sub>z</sub>-O-lower alkyl;

(13) lower alkyl-CO<sub>2</sub>-R<sup>5</sup>;

(14) -OD<sup>1</sup>;

(15) haloalkoxy;

(16) amino;

(17) nitro;

(18) alkylsulfinyl; or

(19) heteroaryl;
```

(d) mono-, di- or tri-substituted heteroaryl, wherein the heteroaryl is a monocyclic aromatic ring of 5 atoms, said ring having one heteroatom which is S, O, or N, and, optionally, 1, 2, or 3 additional N atoms; or the heteroaryl is a monocyclic ring of 6 atoms, said ring having one heteroatom which is N, and, optionally, 1, 2, 3, or 4 additional N atoms; wherein the substituents are each independently:

- (1) hydrogen;
- (2) halo;
- (3) lower alkyl;
- (4) alkoxy;
- (5) alkylthio;
- (6) CN;
- (7) haloalkyl, preferably CF<sub>3</sub>;
- $(8) N_3;$
- $(9) C(R^5)(R^6) OD^1;$
- (10)  $-C(R^5)(R^6)$ -O-lower alkyl; or
- (11) alkylsulfinyl;
- (e) benzoheteroaryl which includes the benzo fused analogs of (d);

- (f) -NR<sup>10</sup> R<sup>11</sup>; (g) -SR<sup>11</sup>; (h) -OR<sup>11</sup>; (i) -R<sup>11</sup>; (j) alkenyl; (k) alkynyl;
- (l) unsubstituted, mono-, di-, tri- or tetra-substituted cycloalkenyl, wherein the substituents are each independently:
  - (1) halo;
  - (2) alkoxy;
  - (3) alkylthio;
  - (4) CN;
  - (5) haloalkyl, preferably CF<sub>3</sub>;
  - (6) lower alkyl;
  - $(7) N_3;$
  - $(8) CO_2D^1$ ;
  - (9) -CO<sub>2</sub>-lower alkyl;
  - $(10) C(R^{12})(R^{13}) OD^1;$
  - (11)  $-C(R^{12})(R^{13})$ -O-lower alkyl;
  - (12) lower alkyl-CO<sub>2</sub>-R<sup>12</sup>;
  - (13) benzyloxy;
  - (14) -O-(lower alkyl)-CO<sub>2</sub>R<sup>12</sup>;
  - (15) -O-(lower alkyl)-NR<sup>12</sup> R<sup>13</sup>; or
  - (16) alkylsulfinyl;
- (m) mono-, di-, tri- or tetra-substituted heterocycloalkyl group of 5, 6 or 7 members, or a benzoheterocycle, wherein said heterocycloalkyl or benzoheterocycle contains 1 or 2 heteroatoms selected from O, S, or N and, optionally, contains a carbonyl group or a sulfonyl group, and wherein said substituents are each independently:
  - (1) halo;

- (2) lower alkyl;
  (3) alkoxy;
  (4) alkylthio;
  (5) CN;
  (6) haloalkyl, preferably CF<sub>3</sub>;
  (7) N<sub>3</sub>;
  (8) -C(R<sup>12</sup>)(R<sup>13</sup>)-OD<sup>1</sup>;
  (9) -C(R<sup>12</sup>)(R<sup>13</sup>)-O-lower alkyl; or
  (10) alkylsulfinyl;
  yryl, mono or di-substituted styryl, w
- (n) styryl, mono or di-substituted styryl, wherein the substituent are each independently:
  - (1) halo;
  - (2) alkoxy;
  - (3) alkylthio;
  - (4) CN;
  - (5) haloalkyl, preferably CF<sub>3</sub>;
  - (6) lower alkyl;
  - $(7) N_3;$
  - $(8) CO_2D^1;$
  - (9) -CO<sub>2</sub>-lower alkyl;
  - $(10) C(R^{12})(R^{13}) OD^1;$
  - (11)  $-C(R^{12})(R^{13})$ -O-lower alkyl;
  - (12) lower alkyl-CO<sub>2</sub>-R<sup>12</sup>;
  - (13) benzyloxy;
  - (14) -O-(lower alkyl)-CO<sub>2</sub>R<sup>12</sup>; or
  - (15) -O-(lower alkyl)-NR<sup>12</sup>R<sup>13</sup>;
- (o) phenylacetylene, mono- or di-substituted phenylacetylene, wherein the substituents are each independently:
  - (1) halo;

- (2) alkoxy;
- (3) alkylthio;
- (4) CN;
- (5) haloalkyl, preferably CF<sub>3</sub>;
- (6) lower alkyl;
- $(7) N_3;$
- $(8) CO_2D^1;$
- (9) -CO<sub>2</sub>-lower alkyl;
- $(10) C(R^{12})(R^{13}) OD^1;$
- $(11) C(R^{12})(R^{13})$ -O-lower alkyl;
- (12) lower alkyl-CO<sub>2</sub>-R<sup>12</sup>;
- (13) benzyloxy;
- (14) -O-(lower alkyl)-CO<sub>2</sub>R<sup>12</sup>; or
- (15) -O-(lower alkyl)-NR<sup>12</sup>R<sup>13</sup>;
- (p) fluoroalkenyl;
- (q) mono- or di-substituted bicyclic heteroaryl of 8, 9 or 10 members, containing 2, 3, 4 or 5 heteroatoms, wherein at least one heteroatom resides on each ring of said bicyclic heteroaryl, said heteroatoms are each independently O, S and N and said substituents are each independently:
  - (1) hydrogen;
  - (2) halo;
  - (3) lower alkyl;
  - (4) alkoxy;
  - (5) alkylthio;
  - (6) CN;
  - (7) haloalkyl, preferably CF<sub>3</sub>;
  - $(8) N_3;$
  - $(9) C(R^5)(R^6) OD^1$ ; or
  - (10)  $-C(R^5)(R^6)$ -O-lower alkyl;

	(r) K;
	(s) aryl;
	(t) arylalkyl;
	(u) cycloalkylalkyl;
	$(v) - C(O)R^{11};$
	(u) hydrogen;
	(v) arylalkenyl;
	(w) arylalkoxy;
	(x) alkoxy;
	(y) aryloxy;
	(z) cycloalkoxy;
	(aa) arylthio;
	(bb) alkylthio;
	(cc) arylalkylthio; or
	(dd) cycloalkylthio;
$R^4$ , $R^4$ , $R^5$	and $R^{5_1}$ are each independently:
	(a) hydrogen;
	(b) amino;
	(c) CN;
	(d) lower alkyl;
	(e) haloalkyl;
	(f) alkoxy;
	<ul><li>(f) alkoxy;</li><li>(g) alkylthio;</li></ul>
	•
	(g) alkylthio;
	(g) alkylthio; (h) Q;
	<ul><li>(g) alkylthio;</li><li>(h) Q;</li><li>(i) -O-Q;</li></ul>
	(g) alkylthio; (h) Q; (i) -O-Q; (j) -S-Q;

(n) unsubstituted, mono-, or di-substituted phenyl or unsubstituted, mono-, or di-substituted benzyl, wherein the substituents are each independently:

- (1) halo;
- (2) lower alkyl;
- (3) alkoxy;
- (4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- (8) Q;
- (9) nitro; or
- (10) amino;

(o) unsubstituted, mono-, or di-substituted heteroaryl or unsubstituted, mono-, or di-substituted heteroarylmethyl, wherein the heteroaryl is a monocyclic aromatic ring of 5 atoms, said ring having one heteroatom which is S, O, or N, and, optionally, 1, 2, or 3 additional N atoms; or the heteroaryl is a monocyclic ring of 6 atoms, said ring having one heteroatom which is N, and, optionally, 1, 2, 3, or 4 additional N atoms; said substituents are each independently:

- (1) halo;
- (2) lower alkyl;
- (3) alkoxy;
- (4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- $(8) C(R^6)(R^7) OD^1;$
- (9) -C(R<sup>6</sup>)(R<sup>7</sup>)-O-lower alkyl; or
- (10) alkylsulfinyl
- (p)  $-CON(R^8)(R^8)$ ;
- (q) -CH<sub>2</sub>OR<sup>8</sup>;

(hh) nitro;

(r) -CH <sub>2</sub> OCN;
(s) unsubstituted or substituted:
(1) lower alkyl-Q;
(2) -O-lower alkyl-Q;
(3) -S-lower alkyl-Q;
(4) lower alkyl-O-lower alkyl-Q;
(5) lower alkyl-S-lower alkyl-Q;
(6) lower alkyl-O-Q;
(7) lower alkyl-S-Q;
(8) lower alkyl-O-K;
(9) lower alkyl-S-K;
(10) lower alkyl-O-V; or
(11) lower alkyl-S-V;
wherein the substituent(s) resides on the lower alkyl
(t) cycloalkyl;
(u) aryl;
(v) arylalkyl;
(w) cycloalkylalkyl;
(x) aryloxy;
(y) arylalkoxy;
(z) arylalkylthio;
(aa) cycloalkylalkoxy;
(bb) heterocycloalkyl;
(cc) alkylsulfonyloxy;
(dd) alkylsulfonyl;
(ee) arylsulfonyl;
(ff) arylsulfonyloxy;
$(gg) - C(O)R^{10};$

	(ii) amino;
	(jj) aminoalkyl;
	(kk) -C(O)-alkyl-heterocyclic ring;
	(ll) halo;
	(mm) heterocyclic ring;
	(nn) -CO <sub>2</sub> D <sup>1</sup> ;
	(oo) carboxyl;
	(pp) amidyl; or
	(qq) alkoxyalkyl;
alterna	atively, R <sup>4</sup> and R <sup>5</sup> together with the carbons to which they are attached are:
	(a) cycloalkyl;
	(b) aryl; or
	(c) heterocyclic ring;
alternat	ively, R <sup>4</sup> and R <sup>4</sup> or R <sup>5</sup> and R <sup>5</sup> taken together with the carbon to which they are
attached are:	
	(a) cycloalkyl; or
	(b) heterocyclic ring;
alternat	ively, R <sup>4</sup> and R <sup>5</sup> , R <sup>4</sup> and R <sup>5</sup> , R <sup>4</sup> and R <sup>5</sup> , or R <sup>4</sup> and R <sup>5</sup> when substituents on adjacent
carbon atoms	taken together with the carbons to which they are attached are:
	(a) cycloalkyl;
	(b) heterocyclic ring; or
	(c) aryl;
$R^6$ and	R <sup>7</sup> are each independently:
	(a) hydrogen;
	(b) unsubstituted, mono- or di-substituted phenyl; unsubstituted, mono- or di-
substituted be	nzyl; unsubstituted, mono- or di-substituted heteroaryl; mono- or di-substituted
heteroarylmet	hyl, wherein said substituents are each independently:
	(1) halo;
	(2) lower alkyl;

- (3) alkoxy;(4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- $(8) C(R^{14})(R^{15}) OD^1$ ; or
- (9)  $-C(R^{14})(R^{15})$ -O-lower alkyl;
- (c) lower alkyl;
- (d)  $-CH_2OR^8$ ;
- (e) CN;
- (f) -CH<sub>2</sub>CN;
- (g) haloalkyl, preferably fluoroalkyl;
- (h)  $-CON(R^8)(R^8)$ ;
- (i) halo; or
- (j)  $-OR^8$ ;

R<sup>8</sup> is:

- (a) hydrogen;
- (b) K; or
- (c)  $R^9$ ;

alternatively, R<sup>5</sup> and R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> or R<sup>7</sup> and R<sup>8</sup> together with the carbon to which they are attached form a saturated monocyclic ring of 3, 4, 5, 6 or 7 atoms; optionally containing up to two heteroatoms selected from oxygen, S(O)<sub>0</sub> or NR<sub>i</sub>;

R<sup>9</sup> is:

- (a) lower alkyl;
- (b) lower alkyl-CO<sub>2</sub>D<sup>1</sup>;
- (c) lower alkyl-NHD<sup>1</sup>;
- (d) phenyl or mono-, di- or tri-substituted phenyl, wherein the substituents are each independently:
  - (1) halo;

(2) lower alkyl;	
(3) alkoxy;	
(4) alkylthio;	
(5) lower alkyl-CO <sub>2</sub> D <sup>1</sup> ;	
(6) lower alkyl-NHD <sup>1</sup> ;	
(7) CN;	
(8) $CO_2D^1$ ; or	
(9) haloalkyl, preferably fluoroal	kyl;
(e) benzyl, mono-, di- or tri-substituted b	penzyl, wherein the substituents are each
independently:	
(1) halo;	
(2) lower alkyl;	
(3) alkoxy;	
(4) alkylthio;	
(5) lower alkyl-CO <sub>2</sub> D <sup>1</sup> ;	
(6) lower alkyl-NHD <sup>1</sup> ;	
(7) CN;	
(8) $-CO_2D^1$ ; or	
(9) haloalkyl, preferably CF <sub>3</sub> ;	
(f) cycloalkyl;	
(g) K; or	
(h) benzoyl, mono-, di-, or trisubstituted	benzoyl, wherein the substituents are
each independently:	
(1) halo;	
(2) lower alkyl;	
(3) alkoxy;	
(4) alkylthio;	
(5) lower alkyl-CO <sub>2</sub> D <sup>1</sup> ;	
(6) lower alkyl-NHD <sup>1</sup> ;	

(7) CN; (8)  $-CO_2D^1$ ; or (9) haloalkyl, preferably CF<sub>3</sub>; R<sup>10</sup> and R<sup>10</sup>, are each independently: (a) hydrogen; or (b) R<sup>11</sup>; R<sup>11</sup> is: (a) lower alkyl; (b) cycloalkyl; (c) unsubstituted, mono-, di- or tri-substituted phenyl or naphthyl, wherein the substituents are each independently: (1) halo; (2) alkoxy; (3) alkylthio; (4) CN; (5) haloalkyl, preferably CF<sub>3</sub>; (6) lower alkyl;  $(7) N_3;$  $(8) - CO_2D^1$ ; (9) -CO<sub>2</sub>-lower alkyl;  $(10) - C(R^{12})(R^{13}) - OD^{1};$ (11)  $-C(R^{12})(R^{13})$ -O-lower alkyl; (12) lower alkyl-CO<sub>2</sub>D<sup>1</sup>; (13) lower alkyl-CO<sub>2</sub>R<sup>12</sup>; (14) benzyloxy; (15) -O-(lower alkyl)-CO<sub>2</sub>D<sup>1</sup>; (16) -O-(lower alkyl)- $CO_2R^{12}$ ; or

(17) -O-(lower alkyl)-NR<sup>12</sup>R<sup>13</sup>;

(d) unsubstituted, mono-, di- or tri-substituted heteroaryl, wherein the heteroaryl is a monocyclic aromatic ring of 5 atoms, said ring having one heteroatom which is S, O, or N, and, optionally, 1, 2, or 3 additional N atoms; or said heteroaryl is a monocyclic ring of 6 atoms, said ring having one heteroatom which is N, and, optionally 1, 2, or 3 additional N atoms, and wherein said substituents are each independently:

- (1) halo;
- (2) lower alkyl;
- (3) alkoxy;
- (4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- $(8) C(R^{12})(R^{13}) OD^{1}$ ; or
- (9)  $-C(R^{12})(R^{13})$ -O-lower alkyl;

(e) unsubstituted, mono- or di-substituted benzoheterocycle, wherein the benzoheterocycle is a 5, 6, or 7-membered ring which contains 1 or 2 heteroatoms independently selected from O, S, or N, and, optionally, a carbonyl group or a sulfonyl group, wherein said substituents are each independently:

- (1) halo;
- (2) lower alkyl;
- (3) alkoxy;
- (4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- (8)  $-C(R^{12})(R^{13})-OD^1$ ; or
- (9)  $-C(R^{12})(R^{13})$ -O-lower alkyl;

(f) unsubstituted, mono- or di-substituted benzocarbocycle, wherein the carbocycle is a 5, 6, or 7-membered ring which optionally contains a carbonyl group, wherein said substituents are each independently:

- (1) halo;
- (2) lower alkyl;
- (3) alkoxy;
- (4) alkylthio;
- (5) CN;
- (6) haloalkyl, preferably CF<sub>3</sub>;
- $(7) N_3;$
- (8)  $-C(R^{12})(R^{13})-OD^1$ ; or
- (9)  $-C(R^{12})(R^{13})$ -O-lower alkyl;
- (g) hydrogen; or
- (h) K

R<sup>12</sup> and R<sup>13</sup> are each independently:

- (a) hydrogen;
- (b) lower alkyl; or
- (c) aryl; or

R<sup>12</sup> and R<sup>13</sup> together with the atom to which they are attached form a saturated monocyclic ring of 3, 4, 5, 6 or 7 atoms;

R<sup>14</sup> and R<sup>15</sup> are each independently:

- (a) hydrogen; or
- (b) lower alkyl; or

R<sup>14</sup> and R<sup>15</sup> together with the atom to which they are attached form a carbonyl, a thial, or a saturated monocyclic ring of 3, 4, 5, 6 or 7 atoms;

D<sup>1</sup> is:

- (a) hydrogen or
- (b) D;

D is:

	(a) V; or
	(b) K;
	U is:
	(a) oxygen;
	(b) sulfur; or
	(c) $-N(R_a)(R_i)$ -;
	V is:
	(a) -NO;
	(b) $-NO_2$ ; or
	(c) hydrogen
	$ K \text{ is } -W_{aa} - E_b - (C(R_e)(R_f))_p - E_c - (C(R_e)(R_f))_x - W_d - (C(R_e)(R_f))_y - W_i - E_j - W_g - (C(R_e)(R_f))_z - U - V_i - W_g - (C(R_e)(R_f))_z - W_g - W_g$
where	ein aa, b, c, d, g, i and j are each independently an integer from 0 to 3;
	p, x, y and z are each independently an integer from 0 to 10;
	W at each occurrence is independently:
	(a) -C(O)-;
	(b) -C(S)-;
	(c) -T-;
	(d) $-(C(R_e)(R_f))_h$ -;
	(e) alkyl;
	(f) aryl;
	(g) heterocyclic ring;
	(h) arylheterocyclic ring, or
	(i) -(CH <sub>2</sub> CH <sub>2</sub> O) <sub>q</sub> -;
	E at each occurrence is independently:
	(a) -T-;
	(b) alkyl;
	(c) aryl;
	(d) $-(C(R_e)(R_f))_{h^-}$ ;

(e) heterocyclic ring;

- (f) arylheterocyclic ring; or
- (g)  $-(CH_2CH_2O)_q$ -;

h is an integer form 1 to 10;

q is an integer from 1 to 5;

Re and Rf are each independently:

- (a) hydrogen;
- (b) alkyl;
- (c) cycloalkoxy;
- (d) halogen;
- (e) hydroxy;
- (f) hydroxyalkyl;
- (g) alkoxyalkyl;
- (h) arylheterocyclic ring;
- (i) cycloalkylalkyl;
- (j) heterocyclicalkyl;
- (k) alkoxy;
- (l) haloalkoxy;
- (m) amino;
- (n) alkylamino;
- (o) dialkylamino;
- (p) arylamino;
- (q) diarylamino;
- (r) alkylarylamino;
- (s) alkoxyhaloalkyl;
- (t) haloalkoxy;
- (u) sulfonic acid;
- (v) alkylsulfonic acid;
- (w) arylsulfonic acid;
- (x) arylalkoxy;

(y) alkylthio;

(z) arylthio; (aa) cyano; (bb) aminoalkyl; (cc) aminoaryl; (dd) alkoxy; (ee) aryl; (ff) arylalkyl; (gg) carboxamido; (hh) alkylcarboxamido; (ii) arylcarboxamido; (jj) amidyl; (kk) carboxyl; (ll) carbamoyl; (mm) alkylcarboxylic acid; (nn) arylcarboxylic acid; (oo) alkylcarbonyl; (pp) arylcarbonyl; (qq) ester; (rr) carboxylic ester; (ss) alkylcarboxylic ester; (tt) arylcarboxylic ester; (uu) haloalkoxy; (vv) sulfonamido; (ww) alkylsulfonamido; (xx) arylsulfonamido; (yy) alkylsulfonyl, (zz) alkylsulfonyloxy, (aaa) arylsulfonyl,

- (bbb) arylsulphonyloxy
- (ccc) sulfonic ester;
- (ddd) carbamoyl;
- (eee) urea;
- (fff) nitro;
- (ggg) -U-V; or
- (hhh)  $-(C(R'_e)(R'_f))_k$ -U-V or

R<sub>e</sub> and R<sub>f</sub> taken together are:

- (a) oxo;
- (b) thial;
- (c) oxime; or
- (d) hydrazone;

Re and Rf taken together with the carbon atom to which they are attached are:

- (a) heterocyclic ring;
- (b) cycloalkyl group; or
- (c) bridged cycloalkyl group;

R'<sub>e</sub> and R'<sub>f</sub> are each independently selected from R<sub>e</sub>;

k is an integer from 1 to 3;

T at each occurrence is independently:

- (a) a covalent bond,
- (b) carbonyl,
- (c) an oxygen,
- (d)  $-S(O)_o$ -; or
- (e)  $-N(R_a)(R_i)$ -;

o is an integer from 0 to 2;

Q is:

- (a)  $-C(O)-U-D^1$ ;
- (b) -CO<sub>2</sub>-lower alkyl;
- (c) tetrazolyl-5-yl;

- (d)  $-C(R^7)(R^8)(S-D^1)$ ;
- (e)  $-C(R^7)(R^8)(O-D^1)$ ; or
- (f)  $-C(R^7)(R^8)$ (O-lower alkyl);

#### Ra is:

- (a) a lone pair of electron;
- (b) hydrogen; or
- (c) lower alkyl;

#### R<sub>i</sub> is:

- (a) hydrogen;
- (b) alkyl;
- (c) aryl;
- (d) alkylcarboxylic acid;
- (e) arylcarboxylic acid;
- (f) alkylcarboxylic ester;
- (g) arylcarboxylic ester;
- (h) alkylcarboxamido;
- (i) arylcarboxamido;
- (j) alkylsulfinyl;
- (k) alkylsulfonyl;
- (1) alkylsulfonyloxy,
- (m) arylsulfinyl;
- (n) arylsulfonyl;
- (o) arylsulphonyloxy;
- (p) sulfonamido;
- (q) carboxamido;
- (r) carboxylic ester;
- (s) aminoalkyl;
- (t) aminoaryl;
- (u)  $-CH_2-C(U-V)(R_e)(R_f)$ ;

- (v) a bond to an adjacent atom creating a double bond to that atom; or
- (w) -(N<sub>2</sub>O<sub>2</sub>-)<sup>-</sup>•M<sup>+</sup>, wherein M<sup>+</sup> is an organic or inorganic cation;

with the proviso that the compound of Formula (II) must contain one hydrazone group at position  $Y_2$ .

- 60. (Previously Presented) A composition comprising the compound of claim 59 and a pharmaceutically acceptable carrier.
- 61. (Previously Presented) A method for treating or reducing inflammation, pain or fever as a result of elevated levels of COX-2 in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 60.
  - 62 63 (Cancelled)
- 64. (Previously Presented) A method for facilitating wound healing in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 60.
  - 65. (Previously Presented) The method of claim 64, wherein the wound is an ulcer.
- 66. (Previously Presented) A method for treating or reversing renal and/or respiratory toxicity in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 60.
  - 67 70 (Cancelled)
- 71. (Previously Presented) A method for inhibiting platelet aggregation in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 60.
- 72. (Previously Presented) The composition of claim 60, further comprising at least one therapeutic agent.
- 73. (Previously Presented) The composition of claim 72, wherein the therapeutic agent is a steroid, a nonsteroidal antiinflammatory compound, a 5-lipoxygenase (5-LO) inhibitor, a leukotriene B<sub>4</sub> receptor antagonist, a leukotriene A<sub>4</sub> hydrolase inhibitor, a 5-HT agonist, a 3-hydroxy-3-methylglutaryl coenzyme A inhibitor, a H<sub>2</sub> antagonist, an antineoplastic agent, an antiplatelet agent, a thrombin inhibitor, a thromboxane inhibitor, a decongestant, a diuretic, a sedating or non-sedating anti-histamine, an inducible nitric oxide synthase inhibitor,

an opioid, an analgesic, a *Helicobacter pylori* inhibitor, a proton pump inhibitor, an isoprostane inhibitor, or a mixture of two or more thereof.

- 74. (Previously Presented) The composition of claim 73, wherein the nonsteroidal antiinflammatory compound is acetaminophen, aspirin, diclofenac, ibuprofen, ketoprofen or naproxen.
- 75. (Previously Presented) A method for treating or reducing inflammation, pain or fever as a result of elevated levels of COX-2 in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 72.
  - 76 77 (Cancelled)
- 78. (Previously Presented) A method for facilitating wound healing in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 72.
  - 79. (Previously Presented) The method of claim 78, wherein the wound is an ulcer.
- 80. (Previously Presented) A method for treating or reversing renal and/or respiratory toxicity in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 72.
  - 81-84 (Cancelled)
- 85. (Previously Presented) A method for inhibiting platelet aggregation in a patient in need thereof comprising administering to the patient a therapeutically effective amount of the composition of claim 72.
  - 86-88 (Cancelled)
- 89. (Currently Amended) The composition comprising a compound of claim 59 and at least one compound selected from S-nitrosothiol is S-nitroso-N-acetylcysteine, S-nitroso-captopril, S-nitroso-N-acetylpenicillamine, S-nitroso-homocysteine, S-nitroso-cysteine, S-nitroso-glutathione, or S-nitroso-cysteinyl-glycine.
- 90. (Currently Amended)

  The composition comprising a compound of claim

  59 and at least one compound selected from The composition of claim 88, wherein the S
  nitrosothiol is:
  - (i)  $HS(C(R_e)(R_f))_mSNO$ ;

- (ii)  $ONS(C(R_e)(R_f))_mR_e$ ; or
- $H_2N-CH(CO_2H)-(CH_2)_m-C(O)NH-CH(CH_2SNO)-C(O)NH-CH_2-CO_2H;$ (iii) wherein m is an integer from 2 to 20; R<sub>e</sub> and R<sub>f</sub> are each independently a hydrogen, an alkyl, a cycloalkoxy, a halogen, a hydroxy, an hydroxyalkyl, an alkoxyalkyl, an arylheterocyclic ring, a cycloalkylalkyl, a heterocyclicalkyl, an alkoxy, a haloalkoxy, an amino, an alkylamino, a dialkylamino, an arylamino, a diarylamino, an alkylarylamino, an alkoxyhaloalkyl, a haloalkoxy, a sulfonic acid, a sulfonic ester, an alkylsulfonic acid, an arylsulfonic acid, an arylalkoxy, an alkylthio, an arylthio, a cyano, an aminoalkyl, an aminoaryl, an aryl, an arylalkyl, a carboxamido, a alkylcarboxamido, an arylcarboxamido, an amidyl, a carboxyl, a carbamoyl, an alkylcarboxylic acid, an arylcarboxylic acid, an alkylcarbonyl, an arylcarbonyl, an ester, a carboxylic ester, an alkylcarboxylic ester, an arylcarboxylic ester, a haloalkoxy, a sulfonamido, an alkylsulfonamido, an arylsulfonamido, an alkylsulfonyl, an alkylsulfonyloxy, an arylsulfonyl, an arylsulfonyloxy, a urea, a nitro, -T-Q'-, or  $-(C(R_g)(R_h))_k$ -T-Q' or  $R_e$  and  $R_f$  taken together are an oxo, a methanthial, a heterocyclic ring, a cycloalkyl group, an oxime, a hydrazone or a bridged cycloalkyl group; Q' is -NO or -NO<sub>2</sub>; and T is independently a covalent bond, a carbonyl, an oxygen, -S(O)<sub>0</sub>- or -N(R<sub>a</sub>)R<sub>i</sub>-, wherein o is an integer from 0 to 2, R<sub>a</sub> is a lone pair of electrons, a hydrogen or an alkyl group; R<sub>i</sub> is a hydrogen, an alkyl, an aryl, an alkylcarboxylic acid, an arylcarboxylic acid, an alkylcarboxylic ester, an arylcarboxylic ester, an alkylcarboxamido, an arylcarboxamido, an alkylsulfinyl, an alkylsulfonyl, an alkylsulfonyloxy, an arylsulfinyl, an arylsulfonyloxy, an arylsulfonyl, a sulfonamido, a carboxamido, a carboxylic ester, an aminoalkyl, an aminoaryl, - $CH_2$ - $C(T-Q')(R_g)(R_h)$ , or  $-(N_2O_2-)^{-1}M^+$ , wherein  $M^+$  is an organic or inorganic cation; with the proviso that when  $R_i$  is  $-CH_2-C(T-Q')(R_g)(R_h)$  or  $-(N_2O_2-)\cdot M^+$ ; then "-T-Q'" can be a hydrogen, an alkyl group, an alkoxyalkyl group, an aminoalkyl group, a hydroxy group or an aryl group; and  $R_{\text{\tiny g}}$  and  $R_{\text{\tiny h}}$  at each occurrence are independently  $R_{\text{\tiny e.}}$
- 91. (Previously Presented) The composition of claim 59 and at least one of L-arginine, L-homoarginine, N-hydroxy-L-arginine, nitrosated L-arginine, nitrosated L-arginine, nitrosated L-homoarginine, nitrosated L-homoarginine, nitrosylated L-homoarginine, nitrosylated L-homoarginine), citrulline, ornithine, glutamine, lysine, an arginase inhibitor or a nitric oxide mediator.

92-111 (Cancelled)

- 112. (Previously Presented) A kit comprising the composition of claim 72.
- 113. (Previously Presented) A compound selected from the group consisting of: 1-(3-(1-(hydroxyimino)-4-(nitrooxy)butyl)-1- phenylpyrazol-5-yl-4-(methylsulfonyl)benzene; 1-(1-cyclohexyl-3-(1-(hydroxyimino)- 4-(nitroxy)butyl)pyrazol-5-yl)-4-(methylsulfonyl) benzene; 1-(3-(2-aza-2-methoxy-1-(3-(nitrooxy)propyl)vinyl- 1-cyclohexylpyrazol -5-yl)-4-(methylsulfonyl)benzene; 4-(3-(1-(hydroxyimino)-5-(nitrooxy)butyl)-4- (4-(methylsulfonyl)phenyl)-pyrazolyl) benzenecarbonitrile; 1-(1-cyclohexyl-3-(1-(hydroximino)-6-(nitrooxy)hexyl)-pyrazol-5-yl)-4-(methylsulfonyl) benzene; tert-butyl 2-((1E)-2-{1-cyclohexyl-5-[4-(methylsulfonyl)phenyl]pyrazol-3-yl}-5-(nitrooxy)-1-azapent-1-enyloxy)acetate; or a pharmaceutically acceptable salt thereof.
- 114. (Previously Presented) A composition comprising at least one compound of claim 113 and a pharmaceutically acceptable carrier.
- 115. (Previously Presented) The composition of claim 114, further comprising at least one therapeutic agent.
  - 116. (Previously Presented) A kit comprising at least one compound of claim 113.